

EXHIBIT C

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UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

TILLIE SALTZMAN, Individually and On Behalf of
All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES O. PRINCE,
ROBERT E. RUBIN, STEPHEN R. VOLK, SALLIE
L. KRAWCHECK, GARY L. CRITTENDEN and
ROBERT DRUSKIN,

Defendants.

Civil Action No.
07 CIV 9901 (SHS)

LENNARD HAMMERSCHLAG, Individually and
On Behalf of All Others Similarly Situated,

Plaintiff,

v.

CITIGROUP INC., CHARLES PRINCE, SALLIE
KRAWCHECK, and GARY CRITTENDEN,

Defendants.

No. 07 CIV 10258 (SHS)

**DECLARATIONS OF JONATHAN BUTLER & DAVID DIAMOND IN SUPPORT
OF ATD'S MOTION FOR APPOINTMENT AS LEAD PLAINTIFF,
AND IN OPPOSITION TO COMPETING MOTIONS**



1. Each of us is a former shareholder in our own right of ATD, a member of The ATD Group, and each of us makes this declaration in further support of the motion by The ATD Group for appointment as lead plaintiff in the Citigroup securities class action litigation, and in opposition to papers opposed to that application.

2. We have read both David Whitcomb's December 31, 2007 declaration and what will be his reply declaration. Each of us can affirm that we had access, and have every reason to believe that the other ATD shareholders or group members had access, only to publicly available materials concerning Citigroup in connection with the ATD-Citigroup transaction.

3. Each of us joins David Whitcomb's declaration that, in determining whether to agree to acquire Citigroup stock in consideration for our sale of ATD, we relied on: a) our general belief that Citigroup's publicly traded stock price was an accurate reflection of all material publicly-known information about Citigroup; and b) the accuracy of the information in Citigroup's annual and quarterly reports and other SEC filings.

4. Each of us also joins in David Whitcomb's statements in his reply declaration respecting service by the members of The ATD Group as directors or officers of ATD.

5. Each of us declares under penalty of perjury that the foregoing is true and accurate.

Dated: January 30, 2008

Jonathan Butler
JONATHAN BUTLER

Dated: _____, 2008

DAVID DIAMOND

Dated: _____, 2008

JONATHAN BUTLER

Dated: January 30, 2008

David Diamond
DAVID DIAMOND